

EXHIBIT B

UNITED STATES DISTRICT COURT
DISTRICT OF NEW HAMPSHIRE

**T.R. WORLD GYM- IP, LLC and T.R.
WORLD GYM, LLC
113 Crosby Road
Dover NH 03820**

Plaintiff,

v.

**WORLD FITNESS ENTERPRISES USA,
INC. DBA WORLD GYM LAKE FOREST
And GEORGE JACKSON and MICHAEL
HIBNER**

Defendants.

Case No. 1:07-cv-263-JM

CONSENT FINAL JUDGMENT

WHEREAS, Plaintiffs T.R. World Gym-IP, LLC and T.R. World Gym, LLC are New Hampshire Limited Liability Companies having a principal place of business at 113 Crosby Road, Dover, New Hampshire 03820 (TRW);

WHEREAS, Defendant World Fitness Enterprises USA, Inc., is a California corporation having a principal place of business at 23672 Mercury Road, Lake Forest, California 92630;

WHEREAS, Defendant George Jackson is an individual residing at 1268 Summit Point Way, San Marcos, California 92078;

WHEREAS, Defendant Michael Hibner is a California resident and is in the business of operating a physical fitness club, with principal address at 2029 Costero Hermosa, San Clemente, CA 92630;

WHEREAS, TRW filed an action in this Court, Civil Action No. 1:07-cv-263-JM (hereinafter the “Complaint”) alleging that it has rights in the following trademarks:

Trademark	Registration No.	Registration Date
WORLD	U.S. Reg. No. 1,911,887	August 15, 1995
WORLD GYM	U.S. Reg. No. 1,791,584	September 7, 1993
WORLD GYM FITNESS CENTER, plus design	U.S. Reg. No. 1,856,427	September 27, 1994
WORLD GYM, plus design	U.S. Reg. No. 2,499,267	October 23, 2001
WORLD GYM, plus design	U.S. Reg. No. 2,268,311	August 10, 1999
WORLD GYM, plus design	U.S. Reg. No. 1,354,193	August 13, 1985
WORLD GYM, plus design	U.S. Reg. No. 1,783,000	July 20, 1993

all of the foregoing trademarks collectively referred to hereinafter as the “Trademarks;”

WHEREAS, Defendants do not dispute the validity of the Trademarks;

WHEREAS, the Complaint filed by TRW in this action asserted that the actions of Defendants constituted: (1) trademark infringement under the Lanham Act and the Trademark Law Revision Act of 1988, 15 U.S.C. § 1114(a)(1); (2) Federal Dilution under 15 U.S.C. §1125(d); (3) false designation of origin under the Lanham Act and the Trademark Law Revision Act of 1988, 15 U.S.C. § 1125(a); (4) deceptive and unfair trade practices and unfair competition in violation of New Hampshire RSA 358-A (5) Breach of Contract; and (6) unjust enrichment;

WHEREAS, Defendants admit that they took the actions and engaged in the conduct set forth in the Complaint in this matter that impaired TRW's rights to the Trademarks at issue, as set forth more fully in the Complaint;

WHEREAS, TRW and Defendants agree that settlement of this matter is in the best interest of the parties and the public, and that entry of this Consent Final Judgment, without additional litigation, is the appropriate means of resolving this action;

WHEREAS, the parties' representatives thereof certify that they are fully authorized to enter into the terms and conditions of this Consent Final Judgment to legally bind each party to it;

WHEREAS, without trial or further adjudication of any issue of fact or law, upon consent of the parties, and upon consideration of the mutual promises herein contained;

NOW THEREFORE IT IS ORDERED, adjudged and decreed that this Court has jurisdiction over the parties and the subject matter of this action.

IT IS FURTHER ORDERED that TRW is the owner of the Trademarks and that the Trademarks are valid pursuant to 15 U.S.C. §§ 1065 and 1115(b).

IT IS FURTHER ORDERED that:

1. Defendants are permanently enjoined and prohibited from using or otherwise misappropriating directly or indirectly the Trademarks, or any other mark, word, or name, confusingly similar thereto with the exception of George Jackson's continued use as part owner of the "World Gym" fitness club located at 2949 Garnet Avenue, San Diego, California 92109 and pursuant to the terms of a trademark License Agreement between TRW and Pacific Beach Fitness, Inc.;

2. Defendants shall deliver to TRW (or the attorneys/agents of TRW) all materials in their possession, custody or control that use or refer to the Trademarks, within ten (10) days of entry of this Order;

3. Defendants shall refrain from any act or activity intended to directly or indirectly disparage TRW or its agents or affiliated companies.

IT IS FURTHER ORDERED that judgment shall be entered in favor of TRW jointly and severally against Defendants World Fitness Enterprises USA, Inc., George Jackson and Michael Hibner, in the amount of \$20,416.67 (Twenty Thousand Four Hundred Sixteen Dollars and sixty-seven cents) such judgment to be effective for fifteen (15) years following the date of this Order. However, TRW shall take no steps to enforce or collect said \$20,416.67 judgment, so long as Defendants continue to comply with the terms of this Consent Judgment;

IT IS FURTHER ORDERED that this Court retains jurisdiction over this matter for purposes of enforcing this Consent Judgment.

Dated this 12 of October, 2007.

SO ORDERED

/s/ James R. Muirhead

The Honorable James R. Muirhead
United States District Court Judge

WORLD FITNESS ENTERPRISES
USA, INC.

By: /s/ George Jackson

Name: George Jackson

Title:

Date: October 4, 2007

T.R. WORLD GYM- IP, LLC and T.R.
WORLD GYM, LLC

/s/ Christopher J. Rondeau

By: Christopher J. Rondeau

Title: CEO

Date: October 10, 2007

/s/ George Jackson
George Jackson
Date: October 4, 2007

/s/ Michael Hibner
Michael Hibner
Date: October 4, 2007